



**BURLINGTON NORTHERN RAILROAD**

LAW DEPARTMENT

**9-032A157**

3800 Continental Plaza  
777 Main Street  
Ft. Worth, Texas 76102  
(817) 878-2385

Docket No. F 71800

FEDERAL EXPRESS

January 31, 1989

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

7059-C  
FEB 1 1989 3 03 PM  
INTERSTATE COMMERCE COMMISSION

Re: Document for Recordation: Bill of Sale to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement, Dated as of May 1, 1973

Dear Ms. Lee:

I am enclosing two certified true copies of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale, dated September 6, 1988, by which all right, title and interest in and to the existing equipment covered by the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement, dated as of May 1, 1973, is conveyed to Burlington Northern Railroad Company.

The Conditional Sale Agreement, the primary document to which the Bill of Sale is connected, was recorded with the Interstate Commerce Commission on June 13, 1973, and assigned Recordation No. 7059.

The names and addresses of the parties to the transaction are:

Agent: The Boatmen's National Bank of St. Louis  
100 North Broadway  
St. Louis, Missouri 63102

Owner: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, Texas 76102

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A general description of the equipment covered by the enclosed Bill of Sale is shown on Annex A of said document.

A fee of \$13.00 is enclosed for recording the Bill of Sale. Please return any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated September 6, 1988, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Conditional Sale Agreement (ICC Recordation No. 7059, June 13, 1973), conveying the equipment described on Annex A of said document.

Very truly yours,



Rebecca R. Martin  
Legal Assistant

RRM/ae,4  
Enclosures

RECORDATION NO. 7060-A Filed & Recorded

JAN 28 1976-12 05 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of November 1, 1975, between Morgan Guaranty Trust Company of New York, as Trustee, a New York corporation (hereinafter called the Trustee) and Illinois Central Gulf Railroad Company, a Delaware corporation (hereinafter called the Railroad).

WHEREAS the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of May 1, 1973 (hereinafter called the Equipment Trust Agreement);

WHEREAS the Equipment Trust Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 13, 1973, at 3:45 p.m., and was assigned recordation number 7060; and

WHEREAS the parties hereto now desire to amend the Equipment Trust Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Equipment Trust Agreement is hereby amended to substitute for the definition of Equipment in Article I thereof the following definition:

"Equipment means standard-gauge railroad equipment, other than passenger or work equipment of types other than locomotives, either (a) new or (b) constructed no earlier than 1969 and first put into service by the Railroad prior to August 10, 1972".

2. Except as amended hereby, the Equipment Trust Agreement shall remain in full force and effect.

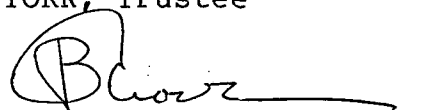
3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of Section 6.4 of the Equipment Trust Agreement.

4. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY  
OF NEW YORK, Trustee

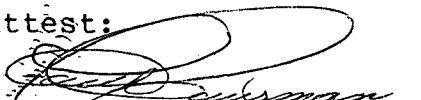
by

  
~~Vice President~~

P. J. Crooks Trust Officer

[Corporate Seal]

Attest:

  
Assistant Secretary  
Faith A. Gausman

ILLINOIS CENTRAL GULF RAILROAD  
COMPANY

by

  
Secretary and Treasurer

[Corporate Seal]

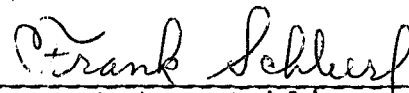
Attest:

  
Assistant Secretary

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this 23<sup>rd</sup> day of January 1976, before me personally appeared P. J. Crooks, to me personally known, who being by me duly sworn, says that he is TRUST OFFICER of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

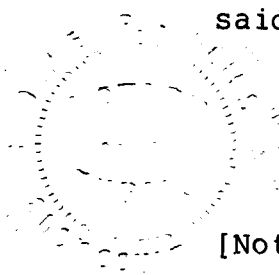
[Notarial Seal]

  
\_\_\_\_\_  
Notary Public

FRANK SCHLIERF  
NOTARY PUBLIC, State of New York  
No. 60-3503450  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires March 30, 1977

STATE OF ILLINOIS, )  
 ) SS.:  
COUNTY OF COOK, )

On this 15<sup>th</sup> day of JANUARY 1976, before me personally appeared John Goodrich, to me personally known, who being by me duly sworn, says that he is Secretary and Treasurer of Illinois Central Gulf Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
Samuel P. Higgins  
Notary Public

[Notarial Seal]

My Commission expires SEP 22 1977